# EXHIBIT 7



#### MINUTES OF

### A SPECIAL MEETING OF

## THE BOARD OF DIRECTORS OF

### GST TELECOMMUNICATIONS, INC.

A Special Meeting of the Board of Directors of GST

Telecommunications, Inc. (the "Company") was held on September

16 and 17, 1996 at the Company's executive offices in Vancouver,

Washington. The following persons were present:

Gordon Blankstein, Chairman
Stephen Irwin, Vice Chairman
John Warta, President and Chief Executive Officer
Jack Armstrong
Ian Watson
Robert Hanson
Dr. Thomas Sawyer
Peter Legault

representing more than a majority of the members of the Board.

The absence of Takashi Yoshida was noted. Mr. Yoshida could not attend as a result of illness in his family. Clifford V. Sander, Treasurer of the Company and Chief Financial Officer of GST

Telecom Inc. ("GST Telecom"), Earl Kamsky, President of GST

Telecom, Ben Peek, President of GST Internet, Inc. and Lindsay Wallace, President of National Applied Computer Technologies, Inc. ("NACT") were invited to and did attend the Meeting. Mr. Blankstein served as Chairman of the Meeting and Mr. Irwin recorded the minutes.

The first order of business was consideration and review of the minutes of the Special Meeting of the Board of Directors held on May 21 and May 22, 1996. It was noted that in respect of

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Board of Directors that the Company proceed with its plans with respect to Global, which include participation in a financing by Global to the extent of 1,500,000 shares of its common stock at a price of Cdn\$3.00 per share. Disclosure was made to the Board of the Company that Global had issued the following options to he following members of the Board of Directors of the Company.

| John Warta<br>W. Gordon Blankstein<br>Stephen Irwin<br>Peter Legault | 67,000<br>67,000<br>67,000<br>20,000 | Cdn\$1.66<br>Cdn\$1.66<br>Cdn\$1.66 |
|--|--------------------------------------|-------------------------------------|
|  | 20,000                               | Cdn\$1.66                           |

Upon motion made by Dr.Sawyer and seconded by Mr. Armstrong, with Messrs. Warta, Blankstein, Irwin and Legault abstaining, it was:

RESOLVED, that the activities of Global as described at the Meeting are hereby ratified and approved; and it was

RESOLVED, that the Company be, and it hereby is, authorized to purchase 1,500,000 shares of the capital stock of Global at a price per share of Cdn\$3.00 as part of a 4,500,000 share Private Placement being conducted by Global.

The next order of business was a discussion of transactions between the Company and Magnacom Wireless LLC ("Magnacom").

Magnacom is a limited liability company privately owned by John Warta which is engaged in acquiring licenses to operate personal communications service ("PCS") licenses from the Federal Communications Commission in bidding auctions. It was noted that as a foreign corporation, the Company was ineligible to bid for and own such licenses since its interest in any such bidding may exceed 24.9%. It was the recommendation of the Executive Committee, without Mr. Warta, that in view of the Company's ineligible status to acquire PCS licenses, it was to the Company's best interest to enter into agreements with Magnacom to purchase minutes of PCS capacity so that the Company can offer PCS as an enhanced service on its networks. A lengthy discussion

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ensued after which, upon motion made by Dr. Sawyer and seconded by Mr. Blankstein, with Mr. Warta abstaining, it was:

RESOLVED, that the Company, through one of its subsidiaries, be, and it hereby is authorized to execute an agreement with Magnacom Wireless LLC ("Magnacom") (a limited liability company wholly owned by John Warta) pursuant to which the Company's subsidiary shall purchase minutes of capacity derived from PCS licenses owned by Magnacom provided that the aggregate purchase price for such minutes shall not exceed \$10,800,000 and that the terms and conditions of such agreement shall be declared satisfactory by the Executive (absent Mr. Warta) and Financial Committees of the Board of Directors; and it was further

RESOLVED, that the Board of Directors hereby acknowledges the conflict of interest of Mr. Warta in this transaction and notwithstanding such conflict of interest, the Board believes the arrangements between Magnacom and the Company to be fair and reasonable and in the best interest of the Company; and it was further

RESOLVED, that the Chairman of the Board, the Vice Chairman of the Board and the Treasurer of the Company be, and each of them hereby is, authorized to execute documents reflecting the above upon which the same shall constitute valid and binding obligations of the Company.

A discussion was held with respect to the investment by the Company of \$1,800,000 in its wholly-owned subsidiary, GST Pacific Lightwave, Inc. ("PLI"). Such funds are to be utilized in connection with the buildout of additional network capacity in anticipation of the sale of traffic to AT&T. Upon motion made by Mr. win and seconded by Mr. Watson, it was:

RESOLVED, that the Company be, and it hereby is, authorized to lend and/or invest (to be determined by the Executive Committee) an aggregate of approximately \$1,800,000 to PLI, to be used by PLI to build out additional networks as may be required to support sales activities of PLI.

Upon motion made by Mr. Hanson and seconded by Mr. Legault, the Meeting was duly adjourned at 5.00 p.m.

W. Gordon Blankstein, Chairman Stephen Irwin, Vice Chairman and Secretary

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